

GEORGIA PACIFIC CORP
 Form 4
 February 04, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Kelley, James F.			GEORGIA-PACIFIC CORPORATION (GP)		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (specify title below) Executive Vice President and General Counsel	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year	7. Individual or Joint/Group Filing (Check Applicable Line)	
133 Peachtree Street, N.E.				1/31/03		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	<input checked="" type="checkbox"/> Form filed by One Reporting Person		
Atlanta, Georgia 30303				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. An Owner of Securities Beneficially Owned or Controlled
						7. Nature of Indirect Beneficial Ownership

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	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock						10,889.000 (1)(2)	D	
Georgia-Pacific Common Stock						1,242.332	I	through G-P 401(k) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. *
 If the form is filed by more than one reporting person, see Instruction 4(b)(v).
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 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. (Over) SEC 1474 (9-02)

FORM 4 (continued)		Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
EMPLOYEE STOCK OPTION	\$28.650							(4)	03/31/05		Georgia-Pacific Common Stock 24,000

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(right to buy GP) -- 1995 SVIP										
EMPLOYEE STOCK OPTION (right to buy GP) -- 1997 SVIP	\$26.420						(5)	02/02/07	Georgia-Pacific Common Stock	33,00
EMPLOYEE STOCK OPTION (right to buy GP) -- 1998 LTIP	\$28.210						(6)	01/28/08	Georgia-Pacific Common Stock	19,93
EMPLOYEE STOCK OPTION (right to buy GP) -- 1999 LTIP	\$32.170						(7)	01/27/09	Georgia-Pacific Common Stock	23,80
EMPLOYEE STOCK OPTION (right to buy GP) -- 2000 LTIP	\$41.590						(8)	01/20/10	Georgia-Pacific Common Stock	22,50
EMPLOYEE STOCK OPTION (right to buy GP) -- 2001 LTIP	\$29.470						(9)	01/28/11	Georgia-Pacific Common Stock	45,15
EMPLOYEE STOCK OPTION (right to buy GP) -- 2002 LTIP	\$24.440						01/31/03 (10)	01/30/12	Georgia-Pacific Common Stock	61,65
STOCK APPRECIATION RIGHT - 2003	\$15.220	01/31/03		A	124,650.000		01/31/04	01/30/13	Georgia-Pacific Common Stock	124,65

Explanation of Responses:

See continuation page(s) for footnotes.

/s/ James F. Kelley

February 4, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

**Signature of Reporting Person

Date

See

JAMES F. KELLEY

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

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James F. Kelley
133 Peachtree Street, NE
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
January 31, 2003

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- (1) Includes award of shares pursuant to performance rights granted under the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan.
- (2) Includes 1,017 shares acquired under the Georgia-Pacific Corporation 2001-2002 Employee Stock Purchase Plan in June 2002.
- (3) Through the Georgia-Pacific Corporation Salaried 401(k) Plan. Information is as of January 31, 2003.
- (4) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 04/01/98.
- (5) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 02/03/00.
- (6) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 1999, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2008.
- (7) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 28, 2000, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 27, 2009.
- (8) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 21, 2001, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 20, 2010.
- (9) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and

continuing to January 28, 2011.

- (10) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.